

Registre de Commerce et des Sociétés

Numéro RCS : B149053

Référence de dépôt : L160150472

Déposé et enregistré le 04/08/2016

RCSL Nr. : B149053

Matricule : 2009 2429 882

ABRIDGED BALANCE SHEET

Financial year from ⁰¹ 01/12/2014 to ⁰² 30/11/2015 (in ⁰³ USD)

Wyeth Ayerst Sàr.l.

51, Av JF Kennedy

L-1855 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101 _____	101 _____	102 _____
II. Subscribed capital called but unpaid	1103 _____	103 _____	104 _____
	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets			
I. Intangible fixed assets	1109 _____	109 <u>25.661.764.925,22</u>	110 <u>1.846.791.325,01</u>
II. Tangible fixed assets	1111 _____	111 _____	112 _____
III. Financial fixed assets	1125 _____	125 _____	126 _____
	1135 _____ 3	135 <u>25.661.764.925,22</u>	136 <u>1.846.791.325,01</u>
D. Current assets			
I. Inventories	1151 _____	151 <u>1.402.429,97</u>	152 <u>1.610.446,06</u>
II. Debtors	1153 _____	153 _____	154 _____
a) becoming due and payable within one year	1163 _____	163 <u>1.276.704,18</u>	164 <u>1.575.779,86</u>
b) becoming due and payable after more than one year	1203 _____ 4	203 <u>1.276.704,18</u>	204 <u>1.575.779,86</u>
III. Transferable securities and other financial instruments	1205 _____	205 _____	206 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1189 _____	189 _____	190 _____
	1197 _____	197 <u>125.725,79</u>	198 <u>34.666,20</u>
E. Prepayments	1199 _____	199 _____	200 _____
TOTAL (ASSETS)		²⁰¹ <u>25.663.167.355,19</u>	²⁰² <u>1.848.401.771,07</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B149053

Matricule : 2009 2429 882

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves	1301 <u>6</u>	301 <u>25.182.882.834,98</u>	302 <u>1.848.270.905,84</u>
I. Subscribed capital	1303 _____	303 <u>1.086.666.700,00</u>	304 <u>80.800.000,00</u>
II. Share premium and similar premiums	1305 _____	305 <u>23.869.694.609,03</u>	306 <u>1.598.777.962,00</u>
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>8.134.707,10</u>	310 <u>7.282.678,00</u>
V. Profit or loss brought forward	1319 _____	319 <u>160.558.236,74</u>	320 <u>90.854.399,91</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>57.828.582,11</u>	322 <u>70.555.865,93</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 _____	329 _____	330 _____
a) becoming due and payable within one year	1425 _____	425 _____	426 _____
b) becoming due and payable after more than one year	1427 _____	427 _____	428 _____
C. Provisions	1331 _____	331 <u>28.552,50</u>	332 <u>114.229,36</u>
D. Non subordinated debts	1339 _____	339 <u>480.255.967,71</u>	340 <u>16.635,87</u>
a) becoming due and payable within one year	1407 <u>5</u>	407 <u>480.255.967,71</u>	408 <u>16.635,87</u>
b) becoming due and payable after more than one year	1409 _____	409 _____	410 _____
E. Deferred income	1403 _____	403 _____	404 _____
TOTAL (LIABILITIES)		405 <u>25.663.167.355,19</u>	406 <u>1.848.401.771,07</u>

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ABRIDGED PROFIT AND LOSS ACCOUNT

Financial year from ⁰¹ 01/12/2014 to ⁰² 30/11/2015 (in ⁰³ USD)

Wyeth Ayerst Sàr.l.

51, Av JF Kennedy
L-1855 Luxembourg

A. CHARGES

	Reference(s)	Current year	Previous year
1. to 2. Gross loss (less B.1 to B.3 and B.5)	1643 <u>8</u>	643 <u>159.669,81</u>	644 <u>16.530,14</u>
3. Staff costs	1605 _____	605 <u>4.203,86</u>	606 <u>22.359,11</u>
a) Salaries and wages	1607 _____	607 <u>3.351,11</u>	608 <u>19.751,13</u>
b) Social security on salaries and wages	1609 _____	609 <u>852,75</u>	610 <u>2.607,98</u>
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
4. Value adjustments	1615 _____	615 _____	616 _____
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____	618 _____
b) on current assets	1619 _____	619 _____	620 _____
5. Other operating charges	1621 _____	621 _____	622 _____
6. Value adjustments and fair value adjustments on financial fixed assets	1623 _____	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	1625 _____	625 _____	626 _____
8. Interest and other financial charges	1627 _____	627 <u>334.964,73</u>	628 <u>21.988,35</u>
a) concerning affiliated undertakings	1629 _____	629 <u>308.570,93</u>	630 _____
b) other interest and similar financial charges	1631 _____	631 <u>26.393,80</u>	632 <u>21.988,35</u>
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 _____	650 _____

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	Reference(s)	Current year	Previous year
10. Extraordinary charges	1633 _____	633 _____	634 _____
11. Income tax	1635 _____ <u>9</u>	635 _____ <u>6.356,58</u>	636 _____ <u>4.069,32</u>
12. Other taxes not included in the previous caption	1637 _____ <u>9</u>	637 _____ <u>1.119,51</u>	638 _____ <u>7.257,68</u>
13. Profit for the financial year	1639 _____	639 _____ <u>57.828.582,11</u>	640 _____ <u>70.555.865,83</u>
TOTAL CHARGES		641 _____ <u>58.334.896,60</u>	642 _____ <u>70.628.070,43</u>

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B. INCOME

	Reference(s)	Current year	Previous year
1. to 3. and 5. Gross profit (less A.1 and A.2)	1739 _____	739 _____	740 _____
4. Reversal of value adjustments	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
6. Income from financial fixed assets	1715 _____	715 <u>58.315.364,06</u>	716 <u>70.624.278,00</u>
a) derived from affiliated undertakings	1717 <u>7</u>	717 <u>58.315.364,06</u>	718 <u>70.624.278,00</u>
b) other income from participating interests	1719 _____	719 _____	720 _____
7. Income from financial current assets	1721 _____	721 _____	722 _____
a) derived from affiliated undertakings	1723 _____	723 _____	724 _____
b) other income from financial current assets	1725 _____	725 _____	726 _____
8. Other interest and other financial income	1727 _____	727 <u>3.643,54</u>	728 <u>3.792,43</u>
a) derived from affiliated undertakings	1729 _____	729 <u>659,73</u>	730 <u>382,47</u>
b) other interest and similar financial income	1731 _____	731 <u>2.983,81</u>	732 <u>3.409,96</u>
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____	746 _____
10. Extraordinary income	1733 <u>3</u>	733 <u>15.889,00</u>	734 _____
13. Loss for the financial year	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
TOTAL INCOME		737 <u>58.334.896,60</u>	738 <u>70.628.070,43</u>

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Déposé le 04/08/2016

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Société à responsabilité limitée
51, Ave J.F. Kennedy
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R.C.S. Luxembourg B 149.053

NOTES TO THE ANNUAL ACCOUNTS

November 30, 2015

NOTE 1 - GENERAL

Wyeth Ayerst S.à r.l. ("the Company") is a Luxembourg limited liability Company (société à responsabilité limitée) incorporated under the laws of the Grand-Duchy of Luxembourg on October 23, 2009.

The object of the Company is the holding, administration, development in management of participations in Luxembourg and foreign companies. The Company may undertake any commercial, industrial and financial activities directly or indirectly connected with its purpose.

The registered office of the Company is established at 51, Avenue J.F. Kennedy, L-1855 Luxembourg.

In accordance with Article 316 of the modified law of August 10, 1915, the Company is not required to prepare consolidated accounts and a consolidated management report. The company preparing consolidated financial statements including Wyeth Ayerst S.à r.l. is Pfizer Inc.. These consolidated financial statements are available at the registered office at 235 East 42nd Street, New York, U.S.A. and as well as have been filed with the Luxembourg Trade Registry under the entity of Pfizer Luxco Holdings S.à r.l. (R.C.S. Luxembourg B 98684), which is the ultimate Luxembourg entity of Pfizer Group in Luxembourg.

The financial year of the Company starts on December 1st and ends on November 30 of the following year.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

The annual accounts have been prepared in accordance with legal and regulatory requirements and generally accepted accounting principles in the Grand Duchy of Luxembourg. Accounting policies and valuation principles are, besides the ones laid down by the modified law of 19 December 2002, determined and applied by the Board of Managers.

The Company's significant accounting policies are as follows:

Basis of presentation

The accounts have been prepared under the historical cost convention and in accordance with Luxembourg legal requirements.

Valuation of financial fixed assets

Instruments held as financial fixed assets are valued at acquisition cost. Value adjustments are recorded when there is considered to be a permanent decline in value, as determined by the Board of Managers. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

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NOTES TO THE ANNUAL ACCOUNTS - continued

November 30, 2015

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES - continued

Conversion of foreign currencies

The Company maintains its books of accounts in US dollar ("USD"). Assets and liabilities denominated in other currencies are converted into USD at the rates prevailing at the balance sheet date with the exception of fixed assets which are stated at historic cost. Income and expense transactions are recorded at the rates prevailing on the dates of transactions. Realised gains and losses and unrealised losses are reflected in the profit and loss account. Unrealised gains are recorded in the balance sheet as deferred income.

NOTE 3 - FINANCIAL ASSETS

	Shares in affiliated undertakings	Amounts owed by affiliated undertakings
Cost at the beginning of the year	153,595,613.00	1,693,195,712.00
Additions	26,175,851,941.77	---
Disposals	(667,682,629.55)	1,693,195,712.00
Cost at the end of the year	25,661,764,925.22	---
Accumulated value adjustment at the beginning and at the end of the year	---	---
Net book value as at November 30, 2015	USD 25,661,764,925.22	---

On February 20, 2015, the Company contributed to PF Prism S.à r.l an amount of USD 16,327,227,722.00, in exchange for 1,632,722,772 additional shares having a par value of USD 1.00 in the share capital of PF Prism S.à r.l and USD 14,694,504,950.00 share premium.

On February 26, 2015, the Company contributed to PF Prism S.à r.l an amount of USD 7,295,756,795.79, in exchange for 729,575,680 additional shares having a par value of USD 1.00 in the share capital of PF Prism S.à r.l and USD 6,566,181,115.79 share premium.

On April 9, 2015, the Company received an amount of USD 34,437,003.55 from PF Prism S.à r.l as a share premium repayment.

On May 4, 2015, the Company contributed to PF Prism S.à r.l an amount of USD 313,235,832.89, in exchange for 31,323,583 additional shares having a par value of USD 1.00 in the share capital of PF Prism S.à r.l and USD 281,912,249.89 share premium.

On August 20, 2015, the Company contributed to PF Prism S.à r.l an amount of USD 479,859,000.00, in exchange for 47,985,900 additional shares having a par value of USD 1.00 in the share capital of PF Prism S.à r.l and USD 431,873,100.00 share premium.

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NOTES TO THE ANNUAL ACCOUNTS - continued
November 30, 2015

NOTE 3 - FINANCIAL ASSETS - continued

On September 28, 2015, the Company contributed to PF Prism S.à r.l all its interest in Pfizer Transaction Ireland (having a book value of USD 8,245,626.00) for an amount of USD 8,261,515.00, therefore a gain of USD 15,889.00 was recorded on that transaction. On the same day, the Company contributed to PF Prism S.à r.l the subordinated profit participating securities issued by Pfizer Transaction Ireland for an amount of USD 1,751,511,076.09, in exchange for 1,000,000 additional shares having a par value of USD 1.00 in the share capital of PF Prism S.à r.l and USD 1,758,772,591.09 share premium.

On November 10, 2015, the Company received from PF Prism S.à r.l an amount of USD 625,000,000.00 as a share premium repayment.

In the opinion of the management of the Company, there is no permanent impairment in value and accordingly, no value adjustment has been recorded as of November 30, 2015.

Shares in affiliated undertakings

As at November 30, 2015, the shares in affiliated undertakings are as follows:

<i>Name, country</i>	<i>% of shareholding</i>	<i>Net book value as at November 30, 2015 USD</i>	<i>Net assets as at November 30, 2015 (1) USD</i>	<i>Results of the year USD</i>
PF PRISM S.à r.l., Luxembourg	100%	25,661,764,925.22	26,261,057,868.51	599,476,720.05

(1) *Information on the Company's subsidiaries is based on unaudited financial statements and reflects the 100% shareholding balance.*

Amounts owed by affiliated undertakings

As at November 30, 2015, the amounts owed by affiliated undertakings are as follows:

Subordinated profit participating securities issued by Pfizer Transactions Ireland, dated December 15, 2010	2015	2014
Principal	---	1,693,195,712.00
Interest	---	---
TOTAL	---	1,693,195,712.00

On September 28, 2015, the Company contributed to PF Prism S.à r.l the subordinated profit participating securities (including accrued interest) issued by Pfizer Transaction Ireland for an amount of USD 1,751,511,076.09.

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NOTES TO THE ANNUAL ACCOUNTS - continued
 November 30, 2015

NOTE 4 – DEBTORS BECOMING DUE AND PAYABLE AFTER LESS THAN ONE YEAR

As at November 30, 2015, this section mainly includes a deposit to Pfizer Investment Capital composed as follows:

<i>Deposit to Pfizer Investment Capital, interest rate LIBID maturing with one month notice from the parties</i>	2015	2014
Principal	1,101,902.96	1,263,667.07
Interest	41.00	25.27
TOTAL	1,101,943.96	1,263,692.34

NOTE 5 – NON SUBORDINATED DEBTS BECOMING DUE AND PAYABLE AFTER LESS THAN ONE YEAR

As at November 30, 2015, this section mainly includes a loan payable from PF Prism S.à r.l. composed as follows:

<i>Loan from PF Prism S.à r.l., interest rate LIBOR maturing with one month notice from the parties</i>	2015	2014
Principal	479,859,000.00	---
Interest	308,522.67	---
TOTAL	480,167,522.67	---

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NOTES TO THE ANNUAL ACCOUNTS - continued
November 30, 2015

NOTE 6 - CAPITAL AND RESERVES

a) Movements (in USD)

	Subscribed capital	Share premium	Legal reserve	Other reserve	Profit or loss brought forward	Interim dividend	Profit or loss for the financial year
As at 30.11.2014	80,800,000.00	1,598,777,962.00	7,227,970.90	54,707.10	90,854,399.91	---	70,555,865.93
EGM dated 20.02.2015	3,082,614,600.00	13,244,613,121.90	---	---	---	---	---
EGM dated 26.02.2015	1,377,454,100.00	5,918,302,695.79	---	---	---	---	---
EGM dated 09.04.2015	(6,501,800.00)	(27,935,203.55)	---	---	---	---	---
EGM dated 04.05.2015	(3,447,700,200.00)	3,760,936,032.89	---	---	---	---	---
BoM dated 10.11.2015	---	(625,000,000.00)	---	---	---	---	---
Allocation of the result of the year ended 30.11.2014	---	---	852,029.10	---	69,703,836.83	---	(70,555,865.93)
Profit for the financial period	---	---	---	---	---	---	57,828,582.11
As at 30.11.2015	1,086,666,700.00	23,869,694,609.03	8,080,000.00	54,707.10	160,558,236.74	---	57,828,582.11

b) Subscribed capital and share premium

On February 20, 2015, the Company received from Pfizer Unit Trust an amount of USD 513,149,059.00, in exchange for 1,937,672 shares having a par value of USD 50.00 and an amount of USD 416,265,459.00 share premium. On the same day, the Company received from Pfizer PFE France Holdco 2 S.à r.l. an amount of USD 1,374,542,656.00, in exchange for 5,190,330 shares having a par value of USD 50.00 and an amount of USD 1,115,026,156.00 as share premium. On the same day, the Company received from Pfizer PFE Italy Holdco 2 S.à r.l. an amount of USD 1,439,536,007.00, in exchange for 5,435,748 shares having a par value of USD 50.00 and an amount of USD 1,167,748,607.00 share premium. On the same day, the Company received from PF Americas Holding C.V. an amount of USD 13,000,000,000.00, in exchange for 49,088,542 shares having a par value of USD 50.00 and an amount of USD 10,545,572,900.00 share premium in the company.

On February 26, 2015, the Company received from Pfizer PFE Germany Holding 2 S.à r.l. an amount of USD 2,156,391,723.33, in exchange for 8,142,625 shares having a par value of USD 50.00 and an amount of USD 1,749,260,473.33 share premium. On the same day, the Company received from Pfizer PFE Sweden Holding 2 S.à r.l. an amount of USD 5,139,365,072.46, in exchange for 19,406,457 shares having a par value of USD 50.00 and an amount of USD 4,169,042,222.46 share premium.

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NOTES TO THE ANUAL ACCOUNTS - end
November 30, 2015

NOTE 7 - INCOME FROM FINANCIAL FIXED ASSETS DERIVED FROM AFFILIATED UNDERTAKINGS

On December 15, 2010, the Company subscribed to subordinated profit participating securities issued by Pfizer Transactions Ireland to the Company (Note 3), which securities were transferred to PF Prism S.à r.l on September 28, 2015. As stated in the Securities Purchase Agreement, the Company is entitled to receive a periodic return.

On September 28, 2015, the Company received an amount of USD 58,315,364.06 from Pfizer Transactions Ireland, as a periodic return.

NOTE 8 – GROSS PROFIT OR LOSS

This section includes other external charges.

NOTE 9 - TAXES

The Company is subject to all taxes applicable to Luxembourg commercial companies.

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NOTES TO THE ANNUAL ACCOUNTS - continued

November 30, 2015

NOTE 6 - CAPITAL AND RESERVES – continued

On April 9, 2015, the Company's share capital held by Pfizer PFE France Holdco 2 S.à r.l. was decreased by redemption and subsequent cancellation of 130,036 shares having a par value of USD 50.00 together with a share premium amounting to USD 27,935,203.55.

On May 4, 2015 the Company's share capital was decreased for an amount of USD 3,460,882,200 by the cancellation of 69,217,644 shares and the amount was allocated to the share premium. On the same day, the Company received from Pfizer PFE Italy Holdco 2 S.à r.l. an amount of USD 313,235,832.89, in exchange for 263,640 shares having a par value of USD 50.00 and an amount of USD 300,053,832.89 as share premium.

On November 10, 2015, the Company distributed the amount of USD 625,000,000.00 to its shareholders as share premium repayment.

As at November 30, 2015, the share capital amounts to USD 1,086,666,700.00 (2014: USD 80,800,00.00) and is represented by 21,733,334 parts of USD 50.00 each, fully paid up. The share premium amounts to USD 23,869,694,609.03 (2014: USD 1,598,777,962.00).

c) Legal reserve

Luxembourg companies are required to appropriate to a legal reserve a minimum of 5% of the profit for the period after deduction of any losses brought forward, until this reserve is equal to 10% of the subscribed capital. This reserve may not be distributed in the form of cash dividends, or otherwise, during the life of the Company. An appropriation of USD 2,891,429.11 is required in respect of the year ended November 30, 2015.

d) Other reserve

From 2002 onwards, in accordance with paragraph 8a of the October 16, 1934 law as amended, the Company is entitled to reduce the net wealth tax due for the year by an amount which cannot exceed the corporate income tax due for the year.

In order to avail of the above, the Company must set up a restricted reserve equal to five times the amount of the net wealth tax credited. This reserve has to be maintained for a period of five years following the year in which it was created. In case of distribution of the restricted reserve, the tax credit falls due during the year in which it was distributed. The Company has decided to maintain this restricted reserve under "Other reserve".

As at November 30, 2015 the "other reserve" is detailed below:

Year	Net Wealth Tax Credit (in USD)	Other reserve (in USD)
2010	6,802.95	34,014.75
2011	1,967.49	9,837.45
2012	2,170.98	10,854.90
As at 30.11.2015	10,941.42	54,707.10

WYETH AYERST S.À R.L.

Société à responsabilité limitée

Registered address: 51, Avenue JF Kennedy, L-1855 Luxembourg,
Grand-Duchy of Luxembourg

R.C.S. Luxembourg No. B 149 053
(the “**Company**”)

ALLOCATION OF THE RESULT OF THE COMPANY

Following the annual written resolutions of the sole partner of the Company held on 18 July 2016, regarding the approval of the Company’s annual accounts as of 30 November 2015, the partners acknowledge that it appears from the annual accounts that the result for the financial year 2015, amounts to a profit of USD 57,828,582.11 and resolve to carry forward the net profit of USD 54,937,153 to the next financial year after allocation of USD 2,891,429.11 to the legal reserve of the Company.

Luxembourg, 18 July 2016